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ALESSANDRI & Co.
CERTIFIED PUBLIC ACCOUNTANTS
8191 EDGEMOOR ROAD • SUITE 1000
TAMPA, FLORIDA 33634

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 23 PM 12:21

FILED

JAN 26 1996

ARTICLES OF INCORPORATION
OF
HALLMARK MORTGAGE, INC.

FILED
96 JAN 23 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

Hallmark Mortgage, Inc.

with its principal office located at:

5260 Tuna Lane

Spring Hill, Florida 34607

ARTICLE II

Purpose

The corporation may engage or transact in any or all lawful mortgage broker activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock (each with no par value).

ARTICLE IV

Subscribers, Incorporators, and Directors

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

<u>Name</u>	<u>Address</u>
Kay Hall	5260 Tuna Lane Spring Hill, Florida 34607

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be

entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE IX

Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this

corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

Effective Date

The date that corporate existence shall begin shall be January 15, 1996, except that if the Articles of Incorporation are not filed with the Florida Department of State within 5 business days the Corporation's business will commence upon the filing with the Florida Department of State. This election is pursuant to Florida Statute 607.167.

This effective date is requested for accounting purposes only.

ARTICLE XI

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 5260 Tunn Lane, Spring Hill, Florida 34607. The name of the Registered Agent of this corporation is Kay Hall at the above office address.

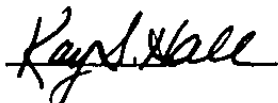
ARTICLE XII

Fiscal Year and Section 1244

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this

19th day of January, 1996.



Kay Hall

STATE OF FLORIDA

COUNTY OF HERNANDO

BEFORE ME, the above signed officer, duly authorized to administer oaths and take acknowledgements, personally appeared Mrs. Kay Hall, who after being duly cautioned and sworn, did depose and say that he had affixed his name to the foregoing Articles of Incorporation of Hallmark Mortgage, Inc. as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Hill County, Florida, this 19th day of January, 1996.

Valerie R. Cook

Notary Public



ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for
Hallmark Mortgage, Inc.


Kay Hall

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TALLAHASSEE, FLORIDA